

EXHIBIT “N”

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Wednesday, May 09, 2012 9:33 AM
To: Ian L. Schlanger
Subject: RE: BT Holdings Annexation

OK. Thanks for the update. I will get back on the litigation costs but I am sure the answer is yes.

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Wednesday, May 09, 2012 9:30 AM
To: Larry Wolinsky
Subject: RE: BT Holdings Annexation

Larry:

I had not heard. Is Frank still on board with funding the lawsuit against the Town? If so, I will have the board approve a resolution authorizing the Mayor to institute an action against the Town if, and when, necessary. My understanding is the meeting never happened. I believe the Mayor injured his back at his "day" job and that, coupled with the Supervisor's schedule, prevented any such meeting. They don't call us counselors for nothing. To my knowledge, the decision is the decision. Nothing has changed. And yes, it was filed. Though we had the County kick back our filing. I'm going to call today to see what the problem is.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, May 09, 2012 9:15 AM
To: Ian L. Schlanger
Subject: BT Holdings Annexation

Ian-

The Town will be taking its action this evening. I am out of Town and will not be present. I am not sure you are aware but the Town did in fact rescind its prior action of denial realizing that it failed to comply with SEQR. The action tonight will therefore be the "original" action. It will have to be filed with the Village clerk and I will need a complete copy as soon as possible. (Will also try and obtain directly from Scott).

On another note Frank is freaking out because he has not heard back from Phil V. re any meeting with Steve. Frank is concerned that Steve will convince the Village to change its mind. I've tried to explain to him that ain't happening, especially since the Order was filed. I assume we are still okay correct???? Am I lawyer, psychotherapist or both????

Talk to you soon.

Larry

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Wednesday, May 09, 2012 11:06 AM
To: Ian L. Schlanger
Subject: RE: Litigation Costs

Thank you

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Wednesday, May 09, 2012 11:01 AM
To: Larry Wolinsky
Subject: RE: Litigation Costs

We'll work it out. I'll discuss it with the Mayor and Hank and see what they are comfortable with. No one is looking to bury your client in attorneys fees.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, May 09, 2012 10:58 AM
To: Ian L. Schlanger
Subject: RE: Litigation Costs

Yes Ian. Fees and Costs. You and I will work on managing the fees and costs. I expect you will want us to take the principal lead?

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Wednesday, May 09, 2012 10:55 AM
To: Larry Wolinsky
Subject: RE: Litigation Costs

Larry:

Just so we're clear, litigation fees and costs (attorneys fees included) correct?

-Ian

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, May 09, 2012 10:42 AM
To: Ian L. Schlanger
Subject: Litigation Costs

Ian

We consent to pay for the Village's litigation costs.

Thank you.

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Tuesday, May 15, 2012 9:36 AM
To: ilsnc@frontiernet.net
Subject: RE: Annexation

Thanks.

From: ilsnc@frontiernet.net [mailto:ilsnc@frontiernet.net]
Sent: Monday, May 14, 2012 9:04 PM
To: Larry Wolinsky
Subject: Re: Annexation

The resolution passed 3-2

Ian L. Schlanger
Sent from my iPhone

On May 14, 2012, at 5:15 PM, "Larry Wolinsky" <lw@Jacobowitz.Com> wrote:

Ok.

From: Ian L. Schlanger
To: Larry Wolinsky
Sent: Mon May 14 13:05:52 2012
Subject: RE: Annexation

Just heard from the Clerk. Nothing has been filed. She'll let me know when they do.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Monday, May 14, 2012 12:42 PM
To: Ian L. Schlanger
Subject: RE: Annexation
Ian-
Has the Town filed with the Village yet?
Larry

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Monday, May 14, 2012 11:40 AM
To: Larry Wolinsky
Subject: RE: Annexation

Larry:

Yes, I do. Hank will want a more formal indemnification agreement, but that does not need to be entered into tonight and you or I can draft something up for the Mayor to sign in the next week. It is, again, likely to be a 3-2 vote, but that's not shocking. I don't believe there will be a discussion, unless it gets brought up by the public, and, as to those comments, I'm going to try and stop them as we are headed to litigation. And finally, I have no knowledge of any movement to change the vote; nor have I prepared a resolution to that effect.

From: Larry Wolinsky [<mailto:lw@Jacobowitz.Com>]

Sent: Monday, May 14, 2012 10:09 AM

To: Ian L. Schlanger

Subject: Annexation

Ian-

Do you have a resolution for tonight authorizing litigation against the Town?

Is there anything else regarding this matter scheduled to be discussed this evening?

Even after talking to Phil for an hour and being reassured, Frank is still petrified that the Board will change its vote. Just to confirm again, you have not been directed to prepare any resolution/order to that effect and you are not aware of any movement toward that end?

Larry

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Tuesday, June 12, 2012 1:32 PM
To: Ian L. Schlanger
Subject: RE: 3.28.12 Joint hearing minutes

Fortunately for us, this is the only client I have who means it!!!!

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Tuesday, June 12, 2012 1:30 PM
To: Larry Wolinsky
Subject: RE: 3.28.12 Joint hearing minutes

Oh sure, the old "the check is in the mail" line.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Tuesday, June 12, 2012 1:25 PM
To: Ian L. Schlanger
Subject: FW: 3.28.12 Joint hearing minutes

see below.

From: Frank Nussbaum [mailto:fnussbaum@labrador-properties.com]
Sent: Tuesday, June 12, 2012 1:25 PM
To: Larry Wolinsky
Subject: RE: 3.28.12 Joint hearing minutes

Check will go out today

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Tuesday, June 12, 2012 1:22 PM
To: fnussbaum@labrador-properties.com
Subject: Fw: 3.28.12 Joint hearing minutes

See attached.

From: Ian L. Schlanger
To: Larry Wolinsky
Sent: Tue Jun 12 13:20:44 2012
Subject: RE: 3.28.12 Joint hearing minutes

Great. See if he can do so immediately. I will have a lot of egg on my face if the Village does not have an escrow before I commence this action.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Tuesday, June 12, 2012 1:18 PM
To: ilsnc@frontiernet.net
Subject: Re: 3.28.12 Joint hearing minutes

Fran will send the money in. He will coordinate with Village Treasurer.

From: Ian L. Schlanger

To: Larry Wolinsky

Sent: Tue Jun 12 13:08:41 2012

Subject: RE: 3.28.12 Joint hearing minutes

Can you have Frank deposit 10k with the Village, in escrow, to offset fees and costs? I thought we would treat this much like we did the SEQRA review. The Village is beginning to bark, as they have already audited fees related to the litigation.

From: Larry Wolinsky [<mailto:lw@Jacobowitz.Com>]

Sent: Tuesday, June 12, 2012 1:02 PM

To: ilsnc@frontiernet.net

Subject: Re: 3.28.12 Joint hearing minutes

Ok. Does it need to be filed in Brooklyn or can we file in Goshen?

From: Ian L. Schlanger

To: Larry Wolinsky

Sent: Tue Jun 12 13:00:16 2012

Subject: RE: 3.28.12 Joint hearing minutes

Larry:

I just got a hold of someone at the app div who knew what I was talking about (took a while). Anyway, its simply a \$315 filing fee, they require one original of the Notice of Petition and Petition (he asked if we had exhibits and I laughed at him), and a RADI (Request for App. Div. Intervention). That's it. I asked if it needed to be returnable on a certain date, he said no. However, since their "motion dates" are Fridays, I would make it a Friday.

From: Larry Wolinsky [<mailto:lw@Jacobowitz.Com>]

Sent: Tuesday, June 12, 2012 12:44 PM

To: Ian L. Schlanger

Subject: 3.28.12 Joint hearing minutes

Ian-

Did we ever get a copy of these mints. If so, can you send as I need to attach as an exhibit.

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Wednesday, June 13, 2012 12:49 PM
To: ilsnc@frontiernet.net
Subject: Re: Verified Petition and Verification

Fyi 10 K sent out yesterday.

From: Ian L. Schlanger
To: Larry Wolinsky
Sent: Wed Jun 13 12:34:49 2012
Subject: RE: Verified Petition and Verification
What, this case isn't your entire life? That's fine. Let me know.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, June 13, 2012 12:32 PM
To: ilsnc@frontiernet.net
Subject: Re: Verified Petition and Verification

I can't get to until tomorrow bwcause of schedule. Have asked Frank to comment. Will move as quickly as poss.

From: Ian L. Schlanger
To: Larry Wolinsky
Sent: Wed Jun 13 12:30:07 2012
Subject: RE: Verified Petition and Verification
Let me know of any requested changes to the escrow agreement. We need to get something in place because of recent crack downs by the comptroller's office.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, June 13, 2012 10:49 AM
To: ilsnc@frontiernet.net
Subject: Re: Verified Petition and Verification

Agreed. See where 30 days fall and take it to the next closest Friday.

From: Ian L. Schlanger
To: Larry Wolinsky
Sent: Wed Jun 13 10:42:43 2012
Subject: RE: Verified Petition and Verification
I think the return date on the Notice should be no less than 30 days; maybe a few more just to be on the safe side. I would also make it returnable on a Friday. I don't think personal appearances are required.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Wednesday, June 13, 2012 7:07 AM
To: ilsnc@frontiernet.net
Subject: Re: Verified Petition and Verification

Ok.

From: ilsnc@frontiernet.net

To: Larry Wolinsky

Sent: Wed Jun 13 06:59:11 2012

Subject: Re: Verified Petition and Verification

Ok. I'll look these over when I get to the office. In the meantime I'll coordinate with the app div service company we will choose

Ian L. Schlanger

Sent from my iPhone

On Jun 13, 2012, at 6:47 AM, "Larry Wolinsky" <lw@Jacobowitz.Com> wrote:

Ian-

Franks comments are below. I have meetings into the afternoon and should get this cleaned up later today. We will be putting together the exhibits and will overnight them back to you. I'll send one original and two copies. We will keep one copy.

Larry

From: Frank Nussbaum [<mailto:fnussbaum@labrador-properties.com>]

Sent: Tuesday, June 12, 2012 7:46 PM

To: Larry Wolinsky

Subject: RE: Verified Petition and Verification

Larry,

Attached is my marked-up version. Most of it deals with typos e.g. correcting exhibit letters and making formatting consistent. I also wrote in comments that you can address how you see fit. Even though everything shows up in RED, some small edits like exhibit letter changes are a little hard to see. To make sure you don't miss anything, just scroll down and whenever you see a vertical line on the far left (just to the left of the triple vertical line), that means I've made some sort of edit there.

The primary substantive matter to be addressed in my review is in #52 and #56. In re #52, the following is stated:

52. The first difference is the SR-6 contains a 20% cap on the number of three-bedroom units that can be built. No current Village zoning classification, including the proposed RM-N, contains such a cap.

This is untrue. First, the SR-6 20% cap relates only to *non-age-restricted townhomes* (and not 'units') and so that should be specified. Second, the Village's RM-N *does* contain a 62% cap on the corresponding number of 3BR '*non-age-restricted townhomes*'. If we do not specify the specific unit type, we are being inaccurate. Since #52 is simply a statement of fact and we address the underlying argument in paragraphs 54-56 (to be addressed next), I think we can revise to the following:

52. The first difference is the SR-6 contains a 20% cap on the number of three-bedroom non-age-restricted townhomes that can be built whereas the Village's proposed RM-N would contain a 62% cap on the number of three-bedroom non-age-restricted townhomes.

Also, we state:

56. In any event, the number of three bedroom units that could be potentially built on the property has not been determined and according to the EIS could range from no three bedroom units to a

maximum of 208 which is less than 50% of the property's maximum development potential under the proposed RM-N zoning...

Note that the PROPERTY *in a vacuum* under RM-N could conceivably develop up to 62% 3BR townhomes if somehow the seniors didn't get built and the 3BR townhomes were maxed out. BUT given that we are limited by SEQRA, the PROPERTY is indeed restricted. As such, I think we need to add the qualifiers "*as restricted by the EIS*" and "*as contemplated*" in that statement to be accurate and true. Here's my revision (feel free to play with it but it's critical this statement remains accurate and true):

56. In any event, the number of three-bedroom non-age-restricted townhomes that could potentially be built on the property has not been determined and, as restricted by the EIS, could range from zero units to a maximum of 208, which is less than 50% of the property's maximum development potential as contemplated.

In regard to formatting, I first made sure all Exhibit references were correct (a list of exhibits is below). Also, to make formats consistent and easier to understand, all EXHIBITS show the letter in quotes (e.g. "C", "D", etc) AT ALL TIMES while other references to things like appendices in the EIS are not in quotes (e.g. Appendix J). Also, I made certain reference formats consistent. For example, where it once may have read:

Exhibit J - EIS – Appendix J – Wastewater Utility Report – p. 10

it now reads:

Exhibit "J" - EIS Appendix J – Wastewater Utility Report, p.10.

I also changed certain references to Findings statements to make it easier to distinguish between the Village's and Town's.

If nothing else, my years as a banker taught me how to be incredibly anal and precise on formatting so I think everything should be correct. I didn't mess too much with the substance of the pleading as it's apparent that the Village wished to tighten it up while eliminating some of the detail.

Since you have to show the Village which edits were made etc, I would recommend you go through and remove all unnecessary comments, leaving just the actual tracked changes for their review.

LIST OF EXHIBITS

- A – Original petition for annexation
- B – March 26, 2008 Joint Hearing Transcript
- C – Village SEQRA Findings
- D – Jan 19, 2012 Village Hearing transcript
- E – Feb 22, 2012 Village-Town Joint Hearing minutes
- F – April 25, 2012 Town Minutes detailing the rescission of their annexation vote
- G – Village's Determination and Order
- H – Town's SEQRA Findings
- I – Town's Resolution and Order
- J - EIS
- K – Fracture Trace Analysis
- L – Desktop Analysis
- M – Presumably contains BOTH 98-30 Recreation Fee law and 98-26 Ridge Protection Overlay District regulations
- N – Excerpts from the Town's Comprehensive Plan

I will work on getting you the appropriate Comprehensive Plan pages tomorrow morning.

- Frank

-----Original Message-----

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]

Sent: Tuesday, June 12, 2012 3:17 PM

To: Ian L. Schlanger; Frank Nussbaum

Subject: Verified Petition and Verification

<<1D61204-Mayor Verification.DOC>> <<1D39724-Chester - VERIFIED
PETITION_.DOC>>

Here is an almost Final Version of the Verified Petition and a Verification for the Mayor.

Frank - please be sure the EIS and Findings reference are accurate.

Also, where we are citing to FEIS responses and there are multiplies in that section please denote by
citing e.g. 3.1-1 et. seq.

Call me if there is any confusion.

The exhibits will be worked on tomorrow and overnighted or delivered to Ian for Thursday.

The matter will be overnighted to the Appellate Division for filing on Thursday by Ian.

Thanks to all.

larry

<1D39724-Chester - VERIFIED PETITION (FN comments 6-12).doc>

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:06 PM
To: Ian L. Schlanger
Subject: RE: BT Holdings

Ian-

Can you send me another copy. For some reason I cant find it. Frank and his dad have reviewed and there are no comments other than misspelling of the last name. I believe it should be Nussbaum. I will review it as soon as I get it thanks.

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Thursday, June 14, 2012 3:38 PM
To: Larry Wolinsky
Subject: BT Holdings

Larry:

The Petition materials were delivered to FEDEX to be sent to Counsel Press by the morning, with instructions to file the same with the app div in the am. Did you and/or your client get a chance to look at the escrow agreement? If so, shoot me over any requested changes. Thanks.

Ian L. Schlanger
Norton & Christensen
60 Erie Street
Post Office Box 308
Goshen, New York 10924
845-294-7949
845-294-7791 (Fax)
ilsnc@frontiernet.net

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:30 PM
To: Ian L. Schlanger
Subject: RE: BT Holdings

I just did on its way.

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Thursday, June 14, 2012 4:28 PM
To: Larry Wolinsky
Subject: RE: BT Holdings

I have no problem with that. I'll re-work the recitals a bit.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:25 PM
To: Ian L. Schlanger
Subject: RE: BT Holdings

Well, I have no problems with the substantive payment terms but I do wonder whether a third party could challenge this kind of arrangement. The concern is that wording makes it seem that the only reason the Village is litigating is because we are paying its fees. Thus, language in the last Whereas such as "as a condition" of lthe Village litigating...and in the clause that talks about the Village withdrawing for failure to reimburse causes me some concern . This will be a public document that is FOILable correct. It would seem that it might be better to include some language that talks about "in order to preserve and conserve Village resources and tax revenues". That to me seems a little more palatable then we are just doing this because the developer is paying.

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Thursday, June 14, 2012 4:11 PM
To: Larry Wolinsky
Subject: RE: BT Holdings

See attached.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:06 PM
To: Ian L. Schlanger
Subject: RE: BT Holdings

Ian-

Can you send me another copy. For some reason I cant find it. Frank and his dad have reviewed and there are no comments other than misspelling of the last name. I believe it should be Nussbaum. I will review it as soon as I get it thanks.

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Larry:

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Ian L. Schlanger
Norton & Christensen
60 Erie Street
Post Office Box 308
Goshen, New York 10924
845-294-7949
845-294-7791 (Fax)
ilsnc@frontiernet.net

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:31 PM
To: Ian L. Schlanger
Attachments: 1D66898-escrow agreement review.WPD

check this out

From: Larry Wolinsky [lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:40 PM
To: Ian L. Schlanger
Subject: RE:

Yes. It leaves it on the table.

From: Ian L. Schlanger [mailto:ilsnc@frontiernet.net]
Sent: Thursday, June 14, 2012 4:36 PM
To: Larry Wolinsky
Subject: RE:

Larry:

I have no problem with the changes so long as it's understood that "any action it deems appropriate" leaves on the table the Village's withdrawal of the action. An extremely unlikely scenario but one the Village must have.

From: Larry Wolinsky [mailto:lw@Jacobowitz.Com]
Sent: Thursday, June 14, 2012 4:31 PM
To: Ian L. Schlanger
Subject:

check this out